

**Hearing Date: April 23, 2009**  
**Hearing Time: 10:00 a.m. (prevailing Eastern time)**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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**PROPOSED FORTY-SECOND OMNIBUS HEARING AGENDA**

Location Of Hearing: United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, Room 610, 6<sup>th</sup> Floor, One Bowling Green, New York, New York 10004-1408

The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Continued Or Adjourned Matters (4 Matters)
- C. Uncontested, Agreed, Or Settled Matters (1 Matter)
- D. Contested Matters (2 Matters)
- E. Adversary Proceedings (None)

**B. Continued Or Adjourned Matters\***

- 1. **"Steering Option Exercise Motion"** - Motion For Order Under 11 U.S.C. Section 363 And Fed. R. Bankr. P. 6004 Authorizing And Approving Option Exercise Agreement With General Motors Corporation (Docket No. 16410)

*Responses filed: Michigan Department of Environmental Quality's Limited Objection to the Motion for Order Under 11 USC § 363 and Fed. R. Bankr. P. 6004 Authorizing and Approving Option Exercise Agreement with General Motors Corporation (Docket No. 16472)*

*Response of Pension Benefit Guaranty Corporation To Debtors' Motion for Order Under U.S.C. § 363 and Fed. R. Bankr. P 6004 Authorizing and Approving Exercise Agreement (Docket No. 16475)*

*Limited Objection of the Official Committee of Unsecured Creditors To the Debtors' Motion for Order Under 11 U.S.C. § 363 and Fed R. Bankr. P. 6004 Authorizing and Approving Option Exercise*

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\* Motions found at the following docket numbers that appeared on previous Proposed Hearing Agendas have been voluntarily withdrawn from the agenda and would need to be re-noticed under the Case Management Order to be reinstated on an agenda: Docket Nos. 213, 4689, 4778, 4912, 5229, 5153, 6723, 6690, and 12833 (KECP Emergence Incentive Program, Equity Security Holders' Ex Parte Motion To File Supplemental Objection To STN Motion Under Seal, Mercedes-Benz U.S. International, Inc.'s Motion to File Claims, Methode Electronics, Inc.'s Setoff Motion, Computer Patent Annuities Limited's Motion To Assume Or Reject Executory Contract, Motion Of Sumida America Inc. To Allow Setoff/Recoupment And For Relief From Automatic Stay, ATEL Leasing Corporation's Motion To Allow Administrative Claim, and Debtors' Omnibus Objection to Claims for Postpetition Interest , respectively). In addition, the following adversary proceedings have also been withdrawn from the agenda and would be subject to re-noticing to be reinstated on a hearing agenda: NYCH LLC d/b/a RCS Computer Experience Adv. Pro. No. 06-01902, Docket No. 1 (Complaint To Recover Property Of The Estate), L&W Engineering Adv. Pro. No. 06- 01136, Docket No. 22 (Motion For Summary Judgment), Aksys Ltd. Adv. Pro. No. 06-01677, Docket No. 2 (Summons And Notice), and National Union Fire Insurance Company Of Pittsburgh, PA Adv. Pro. No. 07-01435, which has been settled as part of the MDL settlement and will be resolved upon the Court's approval of the MDL settlement.

*Agreement with General Motors Corporation (Docket No. 16476)*

*Limited Objection of Wilmington Trust Company As Indenture Trustee to Motion for Order under 11 U.S.C § 363 and Fed. R. Bankr. P. 6004 Authorizing and Approving Option Exercise Agreement with General Motors Corporation (Docket No. 16478)*

*Objection to Motion /Limited Objection of the Tranche C Collective to Debtors' Motion for Order Under 11 U.S.C. 363 and Fed R. Bankr. P. 6004 Authorizing and Approving Option Exercise Agreement with General Motors Corporation (Docket No. 16492)*

*JPMorgan Chase Bank, N.A.'s Response and Limited Objection to the Debtors' Motion for Order Under 11 U.S.C. § 363 and Fed. R. Bankr. P. 6004 Authorizing and Approving Option Exercise Agreement With General Motors Corporation (Docket No. 16493)*

*Reply filed:* *Debtors' Omnibus Reply In Support Of Steering Option Exercise Motion (Docket No. 16500)*

*Related filings:* *None.*

*Status:* *This matter is being adjourned to a non-omnibus hearing on May 7, 2009.*

2. **"GM Arrangement Fourth and Fifth Amendment Approval Motion"** - Motion For Order Authorizing Debtors To Enter Into Fourth Amendment And Fifth Amendment To Arrangement With General Motors Corporation (Docket No. 16411)

*Responses filed:* *None.*

*Reply filed:* *None.*

*Related filings:* *None.*

*Status:* *This matter is being adjourned to a non-omnibus hearing on May 7, 2009.*

3. Motion Of CSX Transportation, Inc. To Compel The Payment Of Administrative Expense Claim Pursuant To 11 U.S.C. § 503(b)(1)(A) (Docket No. 16548)

*Responses filed:* *None.*

*Reply filed:*           *None.*

*Related filings:*       *None.*

*Status:*               *This matter is being adjourned to the May 21, 2009 omnibus hearing.*

4. Motion to Compel Debtor's Performance Under Lease of Non-Residential Real Property and for Payment of Administrative Expenses (Docket No. 16381)

*Responses filed:*     *None.*

*Reply filed:*           *None.*

*Related filings:*       *None.*

*Status:*               *This matter is being adjourned to the May 21, 2009 omnibus hearing.*

### C. Uncontested, Agreed, Or Settled Matters

5. "**Second Accommodation Amendment Motion**" - Expedited Motion For Interim and Final Order Authorizing Debtors To (I) Enter Into Second Amendment To Accommodation Agreement With Certain Participating DIP Lenders And (II)(A) Enter Into Related Documents And (B) Pay Fees And Expenses In Connection Therewith (Docket No. 16534)

*Responses filed:*     *None.*

*Reply filed:*           *None.*

*Related filings:*       *Order to Show Cause signed on 4/1/2009 setting hearing on Motion of Interim and Final Order Authorizing Debtors to (I) enter into Second Amendment to Accommodation Agreement with Certain Participating DIP Lenders and (II)(A) enter into related documents and (B) pay fees in connection therewith (Docket No. 16536)*

*Interim Order Authorizing Debtors to (I) Enter into Supplemental Second Amendment to Accommodation Agreement with Certain Participating Lenders and (II)(A) Enter Into Related Documents and (B) Pay Fees and Expenses in connection therewith (Docket No. 16549)*

*Status:* *The hearing with respect to this matter will be proceeding.*

#### D. Contested Matters

6. **"Brakes And Ride Dynamics Businesses Sale Motion"** - Motion for Orders Under 11 U.S.C. Sections 363, 365, 1123, and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (A)(I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form and Manner of Sale Notices, and (IV) Setting Sale Hearing Date and (B) Authorizing and Approving (I) Sale of Debtors' Assets Comprising Debtors' Brakes and Ride Dynamics Businesses Free and Clear of Liens, Claims, and Encumbrances, (II) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Assumption of Certain Liabilities (Docket No. 16533)

*Responses filed:* *Response Of Pension Benefit Guaranty Corporation To Debtors' Bidding Procedures For Brakes And Ride Dynamics Business Sale Motion (Docket No. 16563)*

*Reply filed:* *A reply will be filed.*

*Related filings:* *None.*

*Status:* *The hearing with respect to this matter will be proceeding.*

7. **"Expedited Motion To Disband Or Suspend Equity Committee"** - Expedited Motion For Order Directing United States Trustee To (I) Disband Official Committee Of Equity Security Holders Or, Alternatively, (II) Suspend Activities Of Official Committee Of Equity Security Holders And Its Professionals (Docket No. 16558)

*Responses filed:* *Objection to the Debtors' Expedited Motion for an Order Directing United States Trustee to (I) Disband Official Committee of Equity Security Holders or, alternatively, (II) Suspend Activities of Official Committee of Equity Security Holders and Its Professionals (Docket No. 16565)*

*Declaration of Luqman Yacub in Support of Objection to Debtors' Expedited Motion for Order Directing United States Trustee to (I) Disband Official Committee of Equity Security Holders or, alternatively, (II) Suspend Activities of Official*

*Committee of Equity Security Holders and Its  
Professionals (Docket No. 16566)*

*Statement of the Official Committee of Unsecured  
Creditors in Support of Debtors' Motion for Order  
Directing United States Trustee to (I) Disband Official  
Committee of Equity Security Holders or,  
Alternatively, (II) Suspend Activities of Official  
Committee of Equity Security Holders and Its  
Professionals (Docket No. 16567)*

*Reply filed:* A reply will be filed.

*Related filings:* Order Pursuant To 11 U.S.C. § 1102(b)(2) Directing  
The United States Trustee To Appoint An Equity  
Committee In These Chapter 11 Cases (Docket No.  
3024)

*Status:* The hearing with respect to this matter will be  
proceeding.

**E. Adversary Proceedings (None)**

Dated: New York, New York  
April 22, 2009

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